

**UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND**

PLUMBERS LOCAL NO. 98 DEFINED
BENEFIT PENSION FUND, on behalf of
itself and all others similarly situated,

Plaintiff,

VS.

COVENTRY HEALTH CARE, INC., et al.,

Defendants.

Case No. 09-CV-02337 (AW)

Hon. Alexander Williams, Jr

**DECLARATION OF ALAN I. ELLMAN IN SUPPORT OF THE MOTION
OF THE MASSACHUSETTS PUBLIC PENSION FUNDS FOR APPOINTMENT
AS LEAD PLAINTIFF AND APPROVAL OF SELECTION OF LEAD COUNSEL**

**COHEN MILSTEIN
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Proposed Liaison Counsel for the Class

*Attorneys for the Massachusetts Public Pension
Funds and Proposed Lead Counsel for the Class*

Alan I. Ellman hereby declares as follows:

1. I am an associate with the law firm of Labaton Sucharow LLP (“Labaton Sucharow”), counsel for Plymouth County Retirement System and Bristol County Retirement System (collectively, the “Massachusetts Public Pension Funds”).
2. I respectfully submit this declaration in support of the Massachusetts Public Pension Funds’ motion for appointment as lead plaintiff and approval of the selection of counsel in the securities action against Coventry Healthcare (“Coventry”) on behalf of all persons and entities who purchased or otherwise acquired Coventry securities between February 9, 2007 to October 22, 2008, inclusive.
3. Annexed hereto as Exhibit 1 are true and correct copies of the certifications of the Massachusetts Public Pension Funds, pursuant to the requirements of the Private Securities Litigation Reform Act of 1995. 15 U.S.C. § 78u-4(a)(2).
4. Annexed hereto as Exhibit 2 is a true and correct copy of a chart of the Massachusetts Public Pension Funds’ transactions and approximate losses in Coventry securities.
5. Annexed hereto as Exhibit 3 is a true and correct copy of the notice that was published on September 3, 2009 in *Business Wire*, a widely-circulated, national, business-oriented publication or wire service, advising the public of the pendency of the first-filed class action brought on behalf of purchasers of Coventry securities.
6. Annexed hereto as Exhibit 4 is a true and correct copy of the firm resume of Labaton Sucharow.
7. Annexed hereto as Exhibit 5 is a true and correct copy of the firm resume of Cohen Milstein Sellers & Toll PLLC.

I hereby declare under penalty of perjury that the foregoing is true and correct, this 2nd day of November, 2009.

A handwritten signature in black ink, appearing to read 'A. I. Ellman', written over a horizontal line.

Alan I. Ellman